



## D.G. KHAN CEMENT COMPANY LIMITED

Head Office: Nishat House, 53 - A, Lawrence Road, Lahore - Pakistan.  
UAN : (92 - 42) 111 113 333, Tel: (92 - 42) 36367812, Fax: (92 - 42) 36367414  
E-mail: info@dgcement.com

SECY/STOCKEXC/

September 21, 2015

1) The General Manager,  
Karachi Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road, KARACHI.

PUCAR / TCS

2) The Secretary,  
Lahore Stock Exchange Ltd.  
19-Khyaban-e-Aiwan-e-Iqbal, LAHORE.

Fax No. (042) 3638485 / TCS

3) The Secretary,  
Islamabad Stock Exchange Ltd.  
55-B, ISE Towers, Jinnah Avenue,  
ISLAMABAD.

Fax No. (051) 111 473 329 / TCS

4) The Executive Director  
Monitoring & Enforcement Division  
Securities & Exchange Commission of Pakistan  
8<sup>th</sup> Floor, NIC Building, Jinnah Avenue,  
Blue Area, ISLAMABAD.

Fax No. (051) 9100475 / TCS

**SUB: FINANCIAL RESULTS FOR THE YEAR ENDED JUNE 30, 2015**

Dear Sir,

We have to inform you that the Board of Directors of D. G. Khan Cement Company Limited ("the Company") in their meeting held on September 21, 2015 (Monday), at 11:30 a.m. at Lahore, recommended the followings: -

i) **CASH DIVIDEND**

50% Final Cash Dividend i.e. Re.5/- (Rupees Five Only) per share

ii) **BONUS SHARES**

NIL

iii) **RIGHT SHARES**

NIL

iv) **ANY OTHER ENTITLEMENT**

NIL

v) **ANY OTHER PRICE-SENSITIVE INFORMATION**

NIL

Contd.P/2

**Factory Sites:**

Khofli Sattai, Distt. Dera Ghazi Khan - Pakistan. UAN: (92 - 64) 111 - 113 - 333 Tel: (92 - 64) 2460025, Fax: (92 - 64) 2460028, 263761  
Khairpur, Tehsil, Kallar Kahar. Distt. Chakwal - Pakistan. UAN: (92 - 543) 111 - 113 - 333, Tel: (92 - 543) 650215, Fax: (92 - 543) 650231

E-mail: dgksite@dgcement.com



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( 2 )

THE FINANCIAL RESULTS OF THE COMPANY ARE AS UNDER:-

The un-consolidated profit and loss account of the Company are as follows: -

	2015	2014
	(Rupees in thousand)	
Sales	26,104,611	26,542,509
Cost of sales	(16,649,411)	(17,284,941)
Gross profit	9,455,200	9,257,568
Administrative expenses	(472,326)	(480,468)
Selling and distribution expenses	(746,723)	(1,445,225)
Other operating expenses	(727,805)	(518,745)
Other income	2,320,335	1,647,126
Profit from operations	9,828,681	8,460,256
Finance cost	(281,504)	(608,859)
Profit before taxation	9,547,177	7,851,397
Taxation	(1,922,497)	(1,885,899)
Profit after taxation	7,624,680	5,965,498
Earnings per share - basic and diluted	17.40	13.62

Contd.P/3

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( 3 )

The consolidated profit and loss account of the Company are as follows: -

	2015	2014
	(Rupees in thousand)	
Sales	28,221,467	27,748,869
Cost of sales	(18,545,841)	(18,196,063)
<b>Gross profit</b>	<b>9,675,626</b>	<b>9,552,806</b>
Administrative expenses	(516,780)	(488,007)
Selling and distribution expenses	(764,832)	(1,462,929)
Other operating expenses	(788,921)	(528,377)
Other income	2,365,321	1,619,011
Changes in fair value of Biological assets	(66,227)	-
<b>Profit from operations</b>	<b>9,904,187</b>	<b>8,692,504</b>
Finance cost	(356,858)	(745,943)
<b>Profit before taxation</b>	<b>9,547,329</b>	<b>7,946,561</b>
Taxation	(1,692,172)	(1,923,041)
<b>Profit after taxation</b>	<b>7,855,157</b>	<b>6,023,520</b>
<b>Attributable to:</b>		
Equity holders of the parent	7,765,530	5,994,509
Non - controlling interest	89,627	29,011
	<b>7,855,157</b>	<b>6,023,520</b>
<b>Earnings per share - basic and diluted</b>	<b>17.72</b>	<b>13.68</b>

The Auditor's in their report to the members on Audited Consolidated Financial Statements for the year ended June 2015 has expressed their qualified opinion as under:-

“ Included in consolidated profit and loss account is profit amounting to Rs 100.655 million based on unaudited financial statements of subsidiaries.”

Contd.P/4

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( 4 )

During the year the Holding company DGKCC acquired approximately 55.10% shareholding in Nishat Dairy (Private) Limited resulting in acquisition of control on November 26, 2014. The result of Nishat Dairy (Private) Limited's operations for the period November 26, 2014 to June 30, 2015 have been consolidated with the holding company's statement of comprehensive income. As this interim period is unaudited, therefore the auditors have expressed a qualified opinion regarding the group's share of loss from Nishat Dairy (Private) Limited.

Furthermore, the holding company increased its shareholding in Nishat Paper Products Company Limited from 50% to 55% through acquisition of 5% shareholding on December 8, 2014. As the interim period December 8, 2014 to June 30, 2015 is un-audited, therefore the auditors have expressed a qualified opinion regarding the group's share of profit from Nishat Paper Products Company Limited.

We will send you requisite copies of printed Accounts of the Company for the year ended June 30, 2015 for distribution amongst the members of the Exchange in due course of time.

### **BOOK CLOSURE NOTICE:-**

The Ordinary Shares Transfer Books of the Company will remain closed from **22-10-2015 to 29-10-2015 (both days inclusive)** for entitlement of **50% Final Cash Dividend [i.e. Rs.5/- (Rupees Five Only) Per Ordinary Share]** and attending and voting at Annual General Meeting. Physical transfers/ CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 21-10-2015 at Share Registrar, THK Associates (Pvt) Ltd, **Karachi Office**, Ground Floor, State Life Building No. 3, Dr. Zia Uddin Ahmed Road, Karachi , **Lahore Office**, 2<sup>nd</sup> Floor, DYL Motorcycles Ltd, Plot No. 346, Block No. G-III, Khokhar Chowk, Main Boulevard, Johar Town, Lahore, will be considered in time for entitlement of 50% Final Cash Dividend and attending of meeting.

### **ANNUAL GENERAL MEETING:-**

The Annual General Meeting of the Company will be held on October 29, 2015 (Thursday) at 11:00 A.M. at Nishat Hotel, 9-A, Gulberg III, Mian Mahmood Ali Kasuri Road, Lahore. The notice of Annual General Meeting of the Shareholders is attached for circulation.

### **INFORMATION U/S 218 OF THE COMPANIES ORDINANCE, 1984**

The Board has also approved the revision in monthly remuneration of Chief Executive Officer of the Company by 10 % with effect from July 01, 2015 and bonus as per service rules of the Company. There is no change in other terms and conditions of his appointment.

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( 5 )

A notice in this respect is attached for circulation and information of all concerned.

Disclosure form in terms of Section 15-D of the Securities and Exchange Ordinance, 1969, is attached for information and circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours truly,

A handwritten signature in black ink, appearing to read "Khalid Mahmood Chohan", written over a horizontal line.

**KHALID MAHMOOD CHOCHAN**  
(COMPANY SECRETARY)

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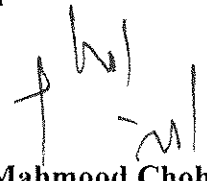
### **TO ALL MEMBERS OF THE COMPANY**

Dear Sir (s) / Madam,

### **INFORMATION U/S 218 OF THE COMPANIES ORDINANCE, 1984**

In pursuance of Section 218 of the Companies Ordinance, 1984, the members of D. G. Khan Cement Company Limited ("the Company") are hereby informed that the Board of Directors of the Company in their meeting held on September 21, 2015 has approved 10% increase in the monthly remuneration of Mian Raza Mansha, Chief Executive Officer of the Company with effect from July 01, 2015 and bonus as per service rules of the Company. There is no change in other terms and conditions of his appointment.

Lahore  
Dated: September 21, 2015

  
**Khalid Mahmood Chohan**  
Company Secretary

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### DISCLOSURE FORM

#### INTERMS OF SECTION 15D OF THE SECURITIES AND EXCHANGE ORDINANCE, 1969

Name of the Company : D. G. Khan Cement Company Limited

Date of Report (Date of earliest event reported if applicable) : N/A

Address of Registered Office : Nishat House, 53-A, Lawrence Road, Lahore.

Contact Information : Company Secretary, Nishat House, 53-A Lawrence Road, Lahore.

Disclosure of inside information by listed company in terms of Section 15D(1).

The Board of Directors of D. G. Khan Cement Company Limited ("the Company") in their meeting held on September 21, 2015 (Monday), at 11:30 a.m. at Lahore, recommended the followings: -

i) CASH DIVIDEND

50% Final Cash Dividend i.e. Re.5/- (Rupees Five Only) per share

#### THE FINANCIAL RESULTS OF THE COMPANY ARE AS UNDER:-

The un-consolidated profit and loss account of the Company are as follows: -

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Other operating expenses	(727,805)	(518,745)
Other income	2,320,335	1,647,126
<b>Profit from operations</b>	<b>9,828,681</b>	<b>8,460,256</b>
Finance cost	(281,504)	(608,859)
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Taxation	(1,922,497)	(1,885,899)
<b>Profit after taxation</b>	<b>7,624,680</b>	<b>5,965,498</b>
<b>Earnings per share - basic and diluted</b>	<b>17.40</b>	<b>13.62</b>

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Finance cost	(356,858)	(745,943)
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Taxation		(1,692,172)	(1,923,041)
Profit after taxation		<u>7,855,157</u>	<u>6,023,520</u>
Attributable to:			
Equity holders of the parent		7,765,530	5,994,509
Non - controlling interest		89,627	29,011
		<u>7,855,157</u>	<u>6,023,520</u>
Earnings per share - basic and diluted		<u>17.72</u>	<u>13.68</u>

The Auditor's in their report to the members on Audited Consolidated Financial Statements for the year ended June 2015 has expressed their qualified opinion as under:-

**“ Included in consolidated profit and loss account is profit amounting to Rs 100.655 million based on unaudited financial statements of subsidiaries.”**

During the year the Holding company DGKCC acquired approximately 55.10% shareholding in Nishat Dairy (Private) Limited resulting in acquisition of control on November 26, 2014. The result of Nishat Dairy (Private) Limited's operations for the period November 26, 2014 to June 30, 2015 have been consolidated with the holding company's statement of comprehensive income. As this interim period is unaudited, therefore the auditors have expressed a qualified opinion regarding the group's share of loss from Nishat Dairy (Private) Limited.

Furthermore, the holding company increased its shareholding in Nishat Paper Products Company Limited from 50% to 55% through acquisition of 5% shareholding on December 8, 2014. As the interim period December 8, 2014 to June 30, 2015 is un-audited, therefore the auditors have expressed a qualified opinion regarding the group's share of profit from Nishat Paper Products Company Limited.

[ ] Intimation of decision of the listed company to delay disclosure of inside information in terms of Section 15D(2).

N/A

[ ] Disclosure of inside information by listed company where the listed company or person acting on its behalf disclosed inside information to third party in terms of Section 15D(3).

N/A

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( 4 )

[ ] Disclosure of transaction conducted by person discharging managerial responsibilities within a listed company or person closely associated with them in terms of Section 15D(5).

N/A

### Signatures

In case of company, pursuant to the requirements of the Securities & Exchange Ordinance of 1969 (XVII of 1969), the Company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized

September 21, 2015

  
Khalid Mahmood Chohan  
Company Secretary

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of the Shareholders of D. G. Khan Cement Company Limited (the "Company") will be held on October 29, 2015 (Thursday) at 11:00 A.M. at Nishat Hotel, 9-A, Gulberg III, Mian Mahmood Ali Kasuri Road, Lahore to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2015 together with the Directors' and Auditors' reports thereon.
2. To approve Final Cash Dividend @ 50% [i.e. Rs. 5/- (Rupees Five Only) Per Ordinary Share] as recommended by the Board of Directors.
3. To appoint statutory Auditors for the year ending June 30, 2016 and fix their remuneration.

By order of the Board

(KHALID MAHMOOD CHOCHAN)  
COMPANY SECRETARY

Lahore  
September 21, 2015

#### NOTES:

##### 1. BOOK CLOSURE NOTICE:-

The Ordinary Shares Transfer Books of the Company will remain closed from **22-10-2015 to 29-10-2015 (both days inclusive)** for entitlement of **50% Final Cash Dividend [ i.e. Rs. 5/- (Rupees Five Only) Per Ordinary Share]** and attending and voting at Annual General Meeting. Physical transfers/ CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 21-10-2015 at Company's Share Registrar, M/s THK Associates (Pvt) Limited, **Karachi Office**, Ground Floor, State Life Building No. 3, Dr. Zia Uddin Ahmed Road, Karachi, **Lahore Office**, THK Associates (Pvt) Ltd. 2<sup>nd</sup> Floor, DYI. Motorcycles Ltd. Office Building, Plot No. 346 Block No. G-III, Khokar Chowk, Main Boulevard, Johar Town, Lahore, will be considered in time for entitlement of 50% Final Cash Dividend and attending of meeting.

2. A member eligible to attend and vote at this meeting may appoint another member his / her proxy to attend and vote instead of him/her. Proxies in order to be effective must reach the Company's registered office not less than 48 hours before the time for holding the meeting. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC. In case of corporate entity, the Board's Resolution/power of attorney with specimen signature shall be furnished along with proxy form to the Company. The shareholders through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting.

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3. Shareholders are requested to immediately notify the change in address, if any.

### 4. Submission of copy of CNIC (Mandatory):

The Securities and Exchange Commission of Pakistan (SECP) vide their S.R.O. 779 (i) 2011 dated August 18, 2011 has directed the company to print your Computerized National Identity Card (CNIC) number on your dividend warrants and if your CNIC number is not available in our records, your dividend warrant will not be issued / dispatched to you. In order to comply with this regulatory requirement, you are requested to kindly send photocopy of your CNIC to your Participant / Investor Account Services or to us (in case of physical shareholding) immediately to Company's Share Registrar, M/s THK Associates (Pvt) Limited.

### 5. **Revision of Withholding Tax on dividend income under Section 150 of Finance Act 2014:**

It is further informed that pursuant to the provisions of Finance Act 2014, effective from July 01, 2015 a new criteria for withholding tax on dividend income has been introduced by Federal Board of Revenue (FBR), as 'Filer' and 'Non-Filer' shareholders and withholding tax @ 12.50% and 17.50% respectively.

You are therefore advised to check and ensure your Filer status from Active Tax Payer List (ATL) available at FBR website <http://www.fbr.gov.pk/> as well as ensure that your CNIC / Passport number has been recorded by your Participant / Investor Account Services (in case your shareholding is in book entry form) or by Company's Share Registrar M/s THK Associates (Pvt) Limited (in case of physical shareholding). Corporate bodies (non-Individual shareholders) should ensure that their names and National Tax Numbers (NTN) are available in Active Tax Payer List at FBR website and recorded by Participant / Investor Account Services or by Company's Share Registrar (in case of physical shareholding).

### 6. **Dividend Mandate (Optional):**

Under Section 250 of the Companies Ordinance, 1984 a shareholder may, if so desires, direct the Company to pay dividend through his/ her/its bank account. In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide Circular Number 18 of 2012 dated June 05, 2012, kindly authorize the company for direct credit of your cash dividend in your bank account (please note that giving bank mandate for dividend payments is optional, in case you do not wish to avail this facility please ignore this notice, dividend will be paid to you through dividend warrant at your registered address). If you want to avail the facility of direct credit of dividend amount in your bank account, please provide following information to Company's Share Registrar, M/s THK Associates (Pvt) Limited.

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Bank Account Details of Shareholder	
Title of Bank Account	
Bank Account Number	
Bank's name	
Branch name and address	
Cell number of shareholder	
Landline number of shareholder, if any	
It is stated that the above-mentioned information is correct and in case of any change therein, I / we will immediately intimate to the company and the concerned share registrar.	
Name, signature, folio # and CNIC number of shareholder	
<b>Notes:</b>	
(1) Those shareholders, who hold shares in book entry form in their CDS accounts, will provide the above dividend mandate information directly to their respective Participant / CDC Investor Account Services Department.	
(2) If dividend mandate information has already been provided by you, ignore this request.	

### 7. Transmission of Annual Financial Statements Through Email:

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787 (I)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by Post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. [www.dgcement.com](http://www.dgcement.com) and send the said form duly signed by the shareholder along with copy of his/her CNIC to the Company's Share Registrar M/s THK Associates (Pvt) Limited. Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional, in case you do not wish to avail this facility please ignore this notice, Financial Statements will be sent to the registered address of the shareholders.

#### Factory Sites:

Khofli Sattai, Distt. Dera Ghazi Khan - Pakistan. UAN: (92 - 64) 111 - 113 - 333 Tel: (92 - 64) 2460025, Fax: (92 - 64) 2460028, 263761  
Khairpur, Tehsil, Kallar Kahar. Distt. Chakwal - Pakistan. UAN: (92 - 543) 111 - 113 - 333, Tel: (92 - 543) 650215, Fax: (92 - 543) 650231

E-mail: dgksite@dgcement.com



## D.G. KHAN CEMENT COMPANY LIMITED

Head Office: Nishat House, 53 - A, Lawrence Road, Lahore - Pakistan.  
UAN : (92 - 42) 111 113 333, Tel: (92 - 42) 36367812, Fax: (92 - 42) 36367414  
E-mail: info@dgcement.com

### Statement Under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012

Name of Investee Company	Nishat Dairy (Private) Limited	Nishat Hotels and Properties Ltd
Total Investment Approved	Equity investment of Rs. 2,017,880,000 (Rupees Two Billion Seventeen Million Eight Hundred Eighty Thousand Only) for 244,000,000 shares of Rs. 10/- each at purchase price of Rs. 8.27 per share was approved by members in AGM held on October 29, 2014 for the period of (3) years.	Equity investment of Rs. 1,000,000,000 (Rupees One Billion Only) for 100,000,000 shares of Rs. 10/- each at a price of Rs. 10/- per share was approved by members in AGM held on October 29, 2014 for the period of (3) years.
Amount of Investment Made to date	Investment of Rs. 1,819,400,000 has been made for 220,000,000 shares against this approval to date.	Investment of Rs. 500,000,000 has been made for 50,000,000 shares against this approval to date.
Reason for not having made complete Investment so far where resolution Required to be implemented in Specified time.	No further offer for sale of shares to date.	Partial investment has been made in investee company. Commercial operations of the investee company have not yet started. D. G. Khan Cement Company Limited will make further equity investment at a suitable time after considering the macro economic conditions of the country.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.	At the time of approval, as per then available latest financial statement for the year ended 30 June 2014, the basic Loss per Share Re.1.58 and Break-up Value per Share was Rs.8.27. As per Latest available financial statements for the year ended 30 June 2015, the basic loss per share is Re. 0.63 and Break-up Value per Share is Rs.7.67.	At the time of approval, as per then available latest financial statement for the year ended 30 June 2014, the basic Loss per Share Re.0.11 and Break-up Value per Share was Rs.9.95. As per Latest available financial statements for the year ended 30 June 2015, the basic loss per share is Re.0.09 and Break-up Value per Share is Rs.9.91.

**Factory Sites:**

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